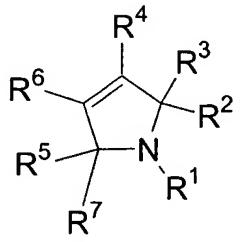
In the claims:

1. (Amended) A compound of Formula I:



I

or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
n is 0 or 1;
r is 0 or 1;
s is 0 or 1;

R^1 is selected from:

1) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}O)C_1\text{-}C_{10}$ alkyl,
2) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}O)$aryl,
3) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}O)C_2\text{-}C_{10}$ alkenyl,
4) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}O)C_2\text{-}C_{10}$ alkynyl,
5) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}O)C_3\text{-}C_8$ cycloalkyl,
6) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}O)$heterocyclyl,
7) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}O)NR^cR^{c'}$,
8) $(C_1\text{-}C_6\text{-alkylene})_nSO_2NR^cR^{c'}$,
9) $(C_1\text{-}C_6\text{-alkylene})_nSO_2C_1\text{-}C_{10}$ alkyl,
10) $(C_1\text{-}C_6\text{-alkylene})_nSO_2$-aryl,
11) $(C_1\text{-}C_6\text{-alkylene})_nSO_2$-heterocyclyl,

12) $(C_1\text{-}C_6\text{-alkylene})_nSO_2\text{-}C_3\text{-}C_8$ cycloalkyl,
13) $(C_1\text{-}C_6\text{-alkylene})_nP(=O)R^dR^{d'}$,
14) aryl;
15) heterocyclyl;
16) $C_1\text{-}C_{10}$ alkyl;
17) $(C_1\text{-}C_6\text{-alkylene})_n(C=O)O\text{-}C_1\text{-}C_{10}$ alkyl,
18) $(C_1\text{-}C_6\text{-alkylene})_n(C=O)O$-aryl,
19) $(C_1\text{-}C_6\text{-alkylene})_n(C=O)O\text{-}C_2\text{-}C_{10}$ alkenyl,
20) $(C_1\text{-}C_6\text{-alkylene})_n(C=O)O\text{-}C_2\text{-}C_{10}$ alkynyl,
21) $(C_1\text{-}C_6\text{-alkylene})_n(C=O)O\text{-}C_3\text{-}C_8$ cycloalkyl,
22) $(C_1\text{-}C_6\text{-alkylene})_n(C=O)O$-heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, alkylene, heteroaryl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

R^2 and R^6 are independently selected from:

1) aryl,
2) $C_1\text{-}C_6$ aralkyl,
3) $C_3\text{-}C_8$ cycloalkyl, and
4) heterocyclyl,

said aryl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

R^3 is selected from:

1) $C_1\text{-}C_{10}$ alkyl-O-Rg,
2) ~~$C_2\text{-}C_{10}$ alkenyl-O-Rg,~~
3) ~~$C_2\text{-}C_{10}$ alkynyl-O-Rg,~~
4) ~~$(C_1\text{-}C_6\text{-alkylene})_nC_3\text{-}C_8$ cycloalkyl-O-Rg,~~
2~~-5~~) $C_1\text{-}C_{10}$ alkyl-$(C=O)_b$-$NR^fR^{f'}$,
6) ~~$C_2\text{-}C_{10}$ alkenyl-$(C=O)_bNR^fR^{f'}$,~~
7) ~~$C_2\text{-}C_{10}$ alkynyl-$(C=O)_bNR^fR^{f'}$,~~
8) ~~$(C_1\text{-}C_6\text{-alkylene})_nC_3\text{-}C_8$ cycloalkyl-$(C=O)_bNR^fR^{f'}$,~~
9) ~~$C_1\text{-}C_{10}$ alkyl-$S(O)_m$-Rg,~~
10) ~~$C_2\text{-}C_{10}$ alkenyl-$S(O)_m$-Rg,~~

~~11) C_2-C_{10} alkynyl-$S(O)_m$-Rg,~~

~~12) $(C_1$-C_6-alkylene$)_n C_3$-C_8-cycloalkyl-$S(O)_m$-Rg,~~

said alkyl~~, alkenyl, alkynyl and cycloalkyl are~~ is optionally substituted with one or more substituents selected from R^{10};

R^4 is selected from:

1) H,
2) C_1-C_{10} alkyl,
3) aryl,
4) C_2-C_{10} alkenyl,
5) C_2-C_{10} alkynyl,
6) C_1-C_6 perfluoroalkyl,
7) C_1-C_6 aralkyl,
8) C_3-C_8 cycloalkyl, and
9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

R^5 and R^7 are independently selected from:

1) H,
2) C_1-C_{10} alkyl,
3) aryl,
4) C_2-C_{10} alkenyl,
5) C_2-C_{10} alkynyl,
6) C_1-C_6 perfluoroalkyl,
7) C_1-C_6 aralkyl,
8) C_3-C_8 cycloalkyl, and
9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10}; or

R^5 and R^7 are combined to form an oxo or a sulfoxo;

R^{10} is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) CO_2H,
7) halo,
8) CN,
9) OH,
10) O_bC_1-C_6 perfluoroalkyl,
11) $O_a(C=O)_bNR^{12}R^{13}$,
12) $S(O)_mR^a$,
13) $S(O)_2NR^{12}R^{13}$,
14) oxo,
15) CHO,
16) $(N=O)R^{12}R^{13}$, or
17) $(C=O)_aO_bC_3$-C_8 cycloalkyl,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^{11};

R^{11} is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,
2) $O_r(C_1$-$C_3)$perfluoroalkyl,
3) oxo,
4) OH,
5) halo,
6) CN,
7) $(C_2$-$C_{10})$alkenyl,
8) $(C_2$-$C_{10})$alkynyl,
9) $(C=O)_rO_s(C_3$-$C_6)$cycloalkyl,
10) $(C=O)_rO_s(C_0$-$C_6)$alkylene-aryl,
11) $(C=O)_rO_s(C_0$-$C_6)$alkylene-heterocyclyl,
12) $(C=O)_rO_s(C_0$-$C_6)$alkylene-$N(R^b)_2$,

13) $C(O)R^a$,
14) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
15) C(O)H,
16) $(C_0\text{-}C_6)$alkylene-CO_2H, and
17) $C(O)N(R^b)_2$,
18) $S(O)_mR^a$, and
19) $S(O)_2N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1\text{-}C_6$ alkyl, oxo, NO_2 and $N(R^b)_2$;

R^{12} and R^{13} are independently selected from:

1) H,
2) $(C=O)O_bC_1\text{-}C_{10}$ alkyl,
3) $(C=O)O_bC_3\text{-}C_8$ cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) $C_1\text{-}C_{10}$ alkyl,
7) aryl,
8) $C_2\text{-}C_{10}$ alkenyl,
9) $C_2\text{-}C_{10}$ alkynyl,
10) heterocyclyl,
11) $C_3\text{-}C_8$ cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^{11}, or

R^{12} and R^{13} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};

R^a is independently selected from: $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R^{11};
R^b is independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl, $(C_3\text{-}C_6)$cycloalkyl, $(C{=}O)OC_1\text{-}C_6$ alkyl, $(C{=}O)C_1\text{-}C_6$ alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C{=}O)NR^fR^{f'}$ or $S(O)_2R^a$, optionally substituted with one, two or three substituents selected from R^{11};
R^c and $R^{c'}$ are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl and $(C_3\text{-}C_6)$cycloalkyl, optionally substituted with one, two or three substituents selected from R^{11}; or

R^c and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};

R^d and $R^{d'}$ are independently selected from: $(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkoxy and $NR^b{}_2$, or

R^d and $R^{d'}$ can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 3-7 members the ring and optionally containing, in addition to the phosphorous, one or two additional heteroatoms selected from NR^e, O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11}; and

R^e is selected from: H and $(C_1\text{-}C_6)$alkyl, optionally substituted with one, two or three substituents selected from R^{11};

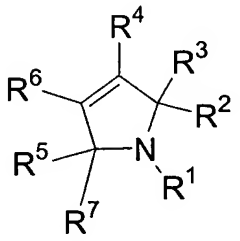
R^f and $R^{f'}$ are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, NH_2, OH, OR^a, $-(C_1\text{-}C_6)$alkyl-OH, $-(C_1\text{-}C_6)$alkyl-O-$(C_1\text{-}C_6)$alkyl, $(C{=}O)OC_1\text{-}C_6$ alkyl, $(C{=}O)C_1\text{-}C_6$ alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C{=}O)NR^fR^{f'}$, $S(O)_2R^a$ and $-(C_1\text{-}C_6)$alkyl-$N(R^b)_2$, wherein the alkyl is optionally substituted with one, two or three substituents selected from R^{11}; or

R^f and $R^{f'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said

monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};

Rg is selected from: H, $(C_1\text{-}C_6)$alkyl, -$(C_1\text{-}C_6)$alkyl-OH, -$(C_1\text{-}C_6)$alkyl-O-$(C_1\text{-}C_6)$alkyl and -$(C_1\text{-}C_6)$alkyl-$N(R^b)_2$.

2. (Amended) The compound according to Claim 1 of Formula I:



I

or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
n is 0 or 1;
r is 0 or 1;
s is 0 or 1;

R^1 is selected from:

1) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}O)C_1\text{-}C_{10}$ alkyl,
2) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}O)$aryl,
3) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}O)C_2\text{-}C_{10}$ alkenyl,
4) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}O)C_2\text{-}C_{10}$ alkynyl,
5) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}O)C_3\text{-}C_8$ cycloalkyl,
6) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}O)$heterocyclyl,
7) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}O)NR^cR^{c'}$,

8) $(C_1\text{-}C_6\text{-alkylene})_nSO_2NR^cR^{c'}$,
9) $(C_1\text{-}C_6\text{-alkylene})_nSO_2C_1\text{-}C_{10}$ alkyl,
10) $(C_1\text{-}C_6\text{-alkylene})_nSO_2$-aryl,
11) $(C_1\text{-}C_6\text{-alkylene})_nSO_2$-heterocyclyl,
12) $(C_1\text{-}C_6\text{-alkylene})_nSO_2\text{-}C_3\text{-}C_8$ cycloalkyl,
13) $(C_1\text{-}C_6\text{-alkylene})_nP(=O)R^dR^{d'}$,
14) aryl;
15) heterocyclyl;
16) $C_1\text{-}C_{10}$ alkyl;
17) $(C_1\text{-}C_6\text{-alkylene})_n(C=O)O\text{-}C_1\text{-}C_{10}$ alkyl,
18) $(C_1\text{-}C_6\text{-alkylene})_n(C=O)O$-aryl,
19) $(C_1\text{-}C_6\text{-alkylene})_n(C=O)O\text{-}C_2\text{-}C_{10}$ alkenyl,
20) $(C_1\text{-}C_6\text{-alkylene})_n(C=O)O\text{-}C_2\text{-}C_{10}$ alkynyl,
21) $(C_1\text{-}C_6\text{-alkylene})_n(C=O)O\text{-}C_3\text{-}C_8$ cycloalkyl,
22) $(C_1\text{-}C_6\text{-alkylene})_n(C=O)O$-heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, alkylene, heteroaryl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

R^2 and R^6 are independently selected from:

1) aryl,
2) $C_1\text{-}C_6$ aralkyl,
3) $C_3\text{-}C_8$ cycloalkyl, and
4) heterocyclyl,

said aryl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

R^3 is selected from:

1) $C_1\text{-}C_{10}$ alkyl-O-R^g,
~~2) $C_2\text{-}C_{10}$-alkenyl-O-R^g,~~
~~3) $C_2\text{-}C_{10}$-alkynyl-O-R^g,~~
~~4) $(C_1\text{-}C_6\text{-alkylene})_nC_3\text{-}C_8$-cycloalkyl-O-$R^g$,~~
2 ~~5~~) $C_1\text{-}C_{10}$ alkyl-$(C=O)_b$-$NR^fR^{f'}$,
~~6) $C_2\text{-}C_{10}$-alkenyl-$(C=O)_b$-$NR^fR^{f'}$,~~

~~7) C_2-C_{10} alkynyl-$(C=O)_b NR^f R^{f'}$,~~

~~8) $(C_1$-C_6-alkylene$)_n C_3$-C_8-cycloalkyl-$(C=O)_b NR^f R^{f'}$,~~

~~9) C_1-C_{10} alkyl-$S(O)_m$-R^g,~~

~~10) C_2-C_{10} alkenyl-$S(O)_m$-R^g,~~

~~11) C_2-C_{10} alkynyl-$S(O)_m$-R^g,~~

~~12) $(C_1$-C_6-alkylene$)_n C_3$-C_8-cycloalkyl-$S(O)_m$-R^g,~~

said alkyl~~, alkenyl, alkynyl and cycloalkyl are~~ is optionally substituted with one or more substituents selected from R^{10};

$R^4$is selected from:

1) H,
2) C_1-C_{10} alkyl,
3) aryl,
4) C_2-C_{10} alkenyl,
5) C_2-C_{10} alkynyl,
6) C_1-C_6 perfluoroalkyl,
7) C_1-C_6 aralkyl,
8) C_3-C_8 cycloalkyl, and
9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

R^5 and R^7 are independently selected from:

1) H,
2) C_1-C_{10} alkyl,
3) aryl,
4) C_2-C_{10} alkenyl,
5) C_2-C_{10} alkynyl,
6) C_1-C_6 perfluoroalkyl,
7) C_1-C_6 aralkyl,
8) C_3-C_8 cycloalkyl, and
9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10}; or

R^5 and R^7 are combined to form an oxo or a sulfoxo;

R^{10} is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) CO_2H,
7) halo,
8) CN,
9) OH,
10) O_bC_1-C_6 perfluoroalkyl,
11) $O_a(C=O)_bNR^{12}R^{13}$,
12) $S(O)_mR^a$,
13) $S(O)_2NR^{12}R^{13}$,
14) oxo,
15) CHO,
16) $(N=O)R^{12}R^{13}$, or
17) $(C=O)_aO_bC_3$-C_8 cycloalkyl,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^{11};

R^{11} is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,
2) $O_r(C_1$-$C_3)$perfluoroalkyl,
3) oxo,
4) OH,
5) halo,
6) CN,
7) $(C_2$-$C_{10})$alkenyl,

8) $(C_2\text{-}C_{10})$alkynyl,
9) $(C{=}O)_rO_s(C_3\text{-}C_6)$cycloalkyl,
10) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-aryl,
11) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-heterocyclyl,
12) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-$N(R^b)_2$,
13) $C(O)R^a$,
14) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
15) C(O)H,
16) $(C_0\text{-}C_6)$alkylene-CO_2H, and
17) $C(O)N(R^b)_2$,
18) $S(O)_mR^a$, and
19) $S(O)_2N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C{=}O)C_1\text{-}C_6$ alkyl, oxo, and $N(R^b)_2$;

R^{12} and R^{13} are independently selected from:

1) H,
2) $(C{=}O)O_bC_1\text{-}C_{10}$ alkyl,
3) $(C{=}O)O_bC_3\text{-}C_8$ cycloalkyl,
4) $(C{=}O)O_b$aryl,
5) $(C{=}O)O_b$heterocyclyl,
6) $C_1\text{-}C_{10}$ alkyl,
7) aryl,
8) $C_2\text{-}C_{10}$ alkenyl,
9) $C_2\text{-}C_{10}$ alkynyl,
10) heterocyclyl,
11) $C_3\text{-}C_8$ cycloalkyl,
12) SO_2R^a, and
13) $(C{=}O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^{11}, or

R^{12} and R^{13} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};

R^a is independently selected from: $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R^{11};
R^b is independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl, $(C_3\text{-}C_6)$cycloalkyl, $(C{=}O)OC_1\text{-}C_6$ alkyl, $(C{=}O)C_1\text{-}C_6$ alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C{=}O)NR^fR^{f'}$or $S(O)_2R^a$, optionally substituted with one, two or three substituents selected from R^{11};

R^c and $R^{c'}$ are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl and $(C_3\text{-}C_6)$cycloalkyl, optionally substituted with one, two or three substituents selected from R^{11}; or R^c and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};

R^d and $R^{d'}$ are independently selected from: $(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkoxy and NR^b_2, or

R^d and $R^{d'}$ can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 3-7 members the ring and optionally containing, in addition to the phosphorous, one or two additional heteroatoms selected from NR^e, O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11}; and

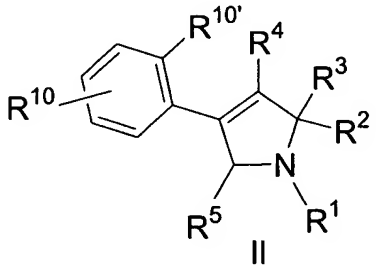
R^e is selected from: H and $(C_1\text{-}C_6)$alkyl, optionally substituted with one, two or three substituents selected from R^{11};

R^f and $R^{f'}$ are independently selected from: H, $(C_1\text{-}C_6)$alkyl, $-(C_1\text{-}C_6)$alkyl-OH, $-(C_1\text{-}C_6)$alkyl-O-$(C_1\text{-}C_6)$alkyl and $-(C_1\text{-}C_6)$alkyl-$N(R^b)_2$, or

R^f and $R^{f'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};

Rg is selected from: H, $(C_1\text{-}C_6)$alkyl, -$(C_1\text{-}C_6)$alkyl-OH, -$(C_1\text{-}C_6)$alkyl-O-$(C_1\text{-}C_6)$alkyl and -$(C_1\text{-}C_6)$alkyl-$N(R^b)_2$.

3. (Amended) The compound according to Claim 2 of Formula II:



II

or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
r is 0 or 1;
s is 0 or 1;

R^1 is selected from:

1) (C=O)$C_1\text{-}C_{10}$ alkyl,
2) (C=O)aryl,
3) (C=O)$C_2\text{-}C_{10}$ alkenyl,
4) (C=O)$C_2\text{-}C_{10}$ alkynyl,
5) (C=O)$C_3\text{-}C_8$ cycloalkyl,
6) (C=O)heterocyclyl,
7) (C=O)$NR^cR^{c'}$,
8) $SO_2NR^cR^{c'}$,

9) SO_2C_1-C_{10} alkyl,
10) SO_2-aryl,
11) SO_2-heterocyclyl,
12) SO_2-C_3-C_8 cycloalkyl, and
13) $P(=O)R^dR^{d'}$,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, heteroaryl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

R^2 is selected from:

1) aryl,
2) C_1-C_6 aralkyl,
3) C_3-C_8 cycloalkyl, and
4) heterocyclyl,

said aryl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

R^3 is selected from:

1) C_1-C_{10} alkyl-O-R^g,
~~2) C_3-C_8-cycloalkyl-O-R^g,~~
2 ~~3~~) C_1-C_{10} alkyl- $NR^fR^{f'}$,
~~4) C_3-C_8-cycloalkyl-$NR^fR^{f'}$,~~

said alkyl ~~and cycloalkyl are~~ is optionally substituted with one or more substituents selected from R^{10};

R^4 and R^5 are independently selected from:

1) H,
2) C_1-C_{10} alkyl,
3) aryl,
4) C_2-C_{10} alkenyl,
5) C_2-C_{10} alkynyl,
6) C_1-C_6 perfluoroalkyl,
7) C_1-C_6 aralkyl,
8) C_3-C_8 cycloalkyl, and
9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

R^{10} is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) CO_2H,
7) halo,
8) CN,
9) OH,
10) O_bC_1-C_6 perfluoroalkyl,
11) $O_a(C=O)_bNR^{12}R^{13}$,
12) $S(O)_mR^a$,
13) $S(O)_2NR^{12}R^{13}$,
14) oxo,
15) CHO,
16) $(N=O)R^{12}R^{13}$, or
17) $(C=O)_aO_bC_3$-C_8 cycloalkyl,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^{11};

$R^{10'}$ is halogen;

R^{11} is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,
2) $O_r(C_1$-$C_3)$perfluoroalkyl,
3) oxo,
4) OH,
5) halo,
6) CN,
7) $(C_2$-$C_{10})$alkenyl,

8) $(C_2\text{-}C_{10})$alkynyl,
9) $(C{=}O)_rO_s(C_3\text{-}C_6)$cycloalkyl,
10) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-aryl,
11) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-heterocyclyl,
12) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-$N(R^b)_2$,
13) $C(O)R^a$,
14) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
15) C(O)H,
16) $(C_0\text{-}C_6)$alkylene-CO_2H, and
17) $C(O)N(R^b)_2$,
18) $S(O)_mR^a$, and
19) $S(O)_2N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C{=}O)C_1\text{-}C_6$ alkyl, oxo, and $N(R^b)_2$;

R^{12} and R^{13} are independently selected from:

1) H,
2) $(C{=}O)O_bC_1\text{-}C_{10}$ alkyl,
3) $(C{=}O)O_bC_3\text{-}C_8$ cycloalkyl,
4) $(C{=}O)O_b$aryl,
5) $(C{=}O)O_b$heterocyclyl,
6) $C_1\text{-}C_{10}$ alkyl,
7) aryl,
8) $C_2\text{-}C_{10}$ alkenyl,
9) $C_2\text{-}C_{10}$ alkynyl,
10) heterocyclyl,
11) $C_3\text{-}C_8$ cycloalkyl,
12) SO_2R^a, and
13) $(C{=}O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^{11}, or

R^{12} and R^{13} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};

R^a is independently selected from: $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R^{11};

R^b is independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl, $(C_3\text{-}C_6)$cycloalkyl, $(C{=}O)OC_1\text{-}C_6$ alkyl, $(C{=}O)C_1\text{-}C_6$ alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C{=}O)NR^fR^{f'}$ or $S(O)_2R^a$, optionally substituted with one, two or three substituents selected from R^{11};

R^c and $R^{c'}$ are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl and $(C_3\text{-}C_6)$cycloalkyl, optionally substituted with one, two or three substituents selected from R^{11}; or

R^c and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};
R^d and $R^{d'}$ are independently selected from: $(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkoxy and $NR^b{}_2$, or

R^d and $R^{d'}$ can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 3-7 members the ring and optionally containing, in addition to the phosphorous, one or two additional heteroatoms selected from NR^e, O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};

R^e is selected from: H and $(C_1\text{-}C_6)$alkyl, optionally substituted with one, two or three substituents selected from R^{11};

R^f and $R^{f'}$ are independently selected from: H, $(C_1\text{-}C_6)$alkyl, $-(C_1\text{-}C_6)$alkyl-OH, $-(C_1\text{-}C_6)$alkyl-O-$(C_1\text{-}C_6)$alkyl and $-(C_1\text{-}C_6)$alkyl-$N(R^b)_2$, or

R^f and $R^{f'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};

Rg is selected from: H, $(C_1\text{-}C_6)$alkyl, -$(C_1\text{-}C_6)$alkyl-OH, -$(C_1\text{-}C_6)$alkyl-O-$(C_1\text{-}C_6)$alkyl and -$(C_1\text{-}C_6)$alkyl-$N(R^b)_2$.

4. (Amended) The compound according to Claim 3 of the Formula II or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

R^1 is selected from:

1) -$(C{=}O)NR^cR^{c'}$,
2) -$(C{=}O)C_1\text{-}C_{10}$ alkyl,
3) -$SO_2NR^cR^{c'}$, and
4) -$SO_2C_1\text{-}C_{10}$ alkyl,

said alkyl, is optionally substituted with one, two or three substituents selected from R^{10};

R^2 is selected from:

1) aryl, and
2) heteroaryl,

said aryl and heteroaryl is optionally substituted with one or more substituents selected from R^{10};

R^3 is selected from:

1) $C_1\text{-}C_{10}$ alkyl-O-Rg,
2) $C_1\text{-}C_{10}$ alkyl- $NR^fR^{f'}$,

said alkyl ~~and cycloalkyl are~~ is optionally substituted with one or more substituents selected from R^{10};

R^4 and R^5 are independently selected from:

1) H, and
2) $C_1\text{-}C_{10}$ alkyl,

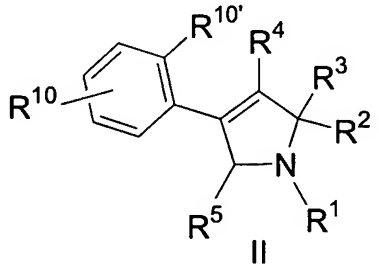
said alkyl is optionally substituted with one or more substituents selected from R^{10}; and

R^{10}, $R^{10'}$, R^{11}, R^{12}, R^{13}, R^a, R^b, R^c, $R^{c'}$ R^f, $R^{f'}$ and R^g are as described in Claim 2.

5. (Canceled)

6 (Original) The compound according to Claim 3 of the Formula II, or a pharmaceutically acceptable salt or stereoisomer thereof, wherein R^2 is phenyl, optionally substituted with one or two substituents selected from R^{10}.

7. (Original) The compound according to Claim 1 of the formula II:



II

or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
r is 0 or 1;
s is 0 or 1;

R^1 is selected from:

1) (C=O)C_1-C_{10} alkyl,
2) (C=O)aryl,
3) (C=O)C_2-C_{10} alkenyl,
4) (C=O)C_2-C_{10} alkynyl,
5) (C=O)C_3-C_8 cycloalkyl,
6) (C=O)heterocyclyl,
7) (C=O)$NR^cR^{c'}$,

8) $SO_2NR^cR^{c'}$,
9) SO_2C_1-C_{10} alkyl,
10) SO_2-aryl,
11) SO_2-heterocyclyl,
12) SO_2-C_3-C_8 cycloalkyl, and
13) $P(=O)R^dR^{d'}$,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, heteroaryl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

R^2 is phenyl, optionally substituted with one or more substituents selected from R^{10};

R^3 is selected from:

1) C_1-C_{10} alkyl-O-R^g,
2) C_1-C_{10} alkyl- $NR^fR^{f'}$,

said alkyl is optionally substituted with one or more substituents selected from R^{10};

R^4 and R^5 are independently selected from:

1) H,
2) C_1-C_{10} alkyl,
3) aryl,
4) C_2-C_{10} alkenyl,
5) C_2-C_{10} alkynyl,
6) C_1-C_6 perfluoroalkyl,
7) C_1-C_6 aralkyl,
8) C_3-C_8 cycloalkyl, and
9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

R^{10} is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,

5) $(C=O)_aO_b$ heterocyclyl,
6) CO_2H,
7) halo,
8) CN,
9) OH,
10) O_bC_1-C_6 perfluoroalkyl,
11) $O_a(C=O)_bNR^{12}R^{13}$,
12) $S(O)_mR^a$,
13) $S(O)_2NR^{12}R^{13}$,
14) oxo,
15) CHO,
16) $(N=O)R^{12}R^{13}$, or
17) $(C=O)_aO_bC_3$-C_8 cycloalkyl,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^{11};

$R^{10'}$ is halogen;

R^{11} is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,
2) $O_r(C_1$-$C_3)$perfluoroalkyl,
3) oxo,
4) OH,
5) halo,
6) CN,
7) $(C_2$-$C_{10})$alkenyl,
8) $(C_2$-$C_{10})$alkynyl,
9) $(C=O)_rO_s(C_3$-$C_6)$cycloalkyl,
10) $(C=O)_rO_s(C_0$-$C_6)$alkylene-aryl,
11) $(C=O)_rO_s(C_0$-$C_6)$alkylene-heterocyclyl,
12) $(C=O)_rO_s(C_0$-$C_6)$alkylene-$N(R^b)_2$,
13) $C(O)R^a$,
14) $(C_0$-$C_6)$alkylene-CO_2R^a,
15) C(O)H,

16) $(C_0\text{-}C_6)$alkylene-CO_2H, and
17) $C(O)N(R^b)_2$,
18) $S(O)_mR^a$, and
19) $S(O)_2N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C{=}O)C_1\text{-}C_6$ alkyl, oxo, and $N(R^b)_2$;

R^{12} and R^{13} are independently selected from:

1) H,
2) $(C{=}O)O_bC_1\text{-}C_{10}$ alkyl,
3) $(C{=}O)O_bC_3\text{-}C_8$ cycloalkyl,
4) $(C{=}O)O_b$aryl,
5) $(C{=}O)O_b$heterocyclyl,
6) $C_1\text{-}C_{10}$ alkyl,
7) aryl,
8) $C_2\text{-}C_{10}$ alkenyl,
9) $C_2\text{-}C_{10}$ alkynyl,
10) heterocyclyl,
11) $C_3\text{-}C_8$ cycloalkyl,
12) SO_2R^a, and
13) $(C{=}O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^{11}, or

R^{12} and R^{13} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};

R^a is independently selected from: $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R^{11};

R^b is independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl, $(C_3\text{-}C_6)$cycloalkyl, $(C{=}O)OC_1\text{-}C_6$ alkyl, $(C{=}O)C_1\text{-}C_6$ alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C{=}O)NR^fR^{f'}$ or $S(O)_2R^a$, optionally substituted with one, two or three substituents selected from R^{11};

R^c and $R^{c'}$ are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl and $(C_3\text{-}C_6)$cycloalkyl, optionally substituted with one, two or three substituents selected from R^{11}; or

R^c and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};

R^d and $R^{d'}$ are independently selected from: $(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkoxy and $NR^b{}_2$, or

R^d and $R^{d'}$ can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 3-7 members the ring and optionally containing, in addition to the phosphorous, one or two additional heteroatoms selected from NR^e, O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};

R^e is selected from: H and $(C_1\text{-}C_6)$alkyl, optionally substituted with one, two or three substituents selected from R^{11};

R^f and $R^{f'}$ are independently selected from: H, $(C_1\text{-}C_6)$alkyl, $-(C_1\text{-}C_6)$alkyl-OH, $-(C_1\text{-}C_6)$alkyl-O-$(C_1\text{-}C_6)$alkyl and $-(C_1\text{-}C_6)$alkyl-$N(R^b)_2$, or

R^f and $R^{f'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};

Rg is selected from: H, (C_1-C_6)alkyl, -(C_1-C_6)alkyl-OH, -(C_1-C_6)alkyl-O-(C_1-C_6)alkyl and -(C_1-C_6)alkyl-N$(R^b)_2$.

8. (Amended) A compound selected from:

4-(2,5-Difluorophenyl)-2-(hydroxymethyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;
4-(2,5-Difluorophenyl)-2-(hydroxymethyl)-N-methyl-N-(1-methylpiperidin-4-yl)-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-Difluorophenyl)-2-(methoxymethyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;
4-(2,5-Difluorophenyl)-2-[(2-hydroxyethoxy)methyl]-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

2-[(2-Aminoethoxy)methyl]-4-(2,5-difluorophenyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-Difluorophenyl)-2-({[2-(dimethylamino)ethyl]amino}methyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

3-{4-(2,5-Difluorophenyl)-1-[(dimethylamino)carbonyl]-2-phenyl-2,5-dihydro-1H-pyrrol-2-yl}prop-2-en-1-~~aminium~~ amine;

2-(3-Hydroxypropyl)-4-(2,5-difluorophenyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

2-(3-Aminopropyl)-4-(2,5-difluorophenyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-Difluorophenyl)-2-[3-(dimethylamino)propyl]-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(1-hydroxyethyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

[4-(2,5-difluorophenyl)-2-phenyl-1-(piperidin-1-ylcarbonyl)-2,5-dihydro-1*H*-pyrrol-2-yl]methanol;

2-({[tert-butyl(dimethyl)silyl]oxy}methyl)-4-(2,5-difluorophenyl)-N-methyl-2-phenyl-N-piperidin-4-yl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-*N*-[1-(*N*,*N*-dimethylglycyl)piperidin-4-yl]-2-(hydroxymethyl)-*N*-methyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(hydroxymethyl)-*N*-methyl-*N*-[1-(morpholin-4-ylacetyl)piperidin-4-yl]-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;
4-(2,5-difluorophenyl)-2-(hydroxymethyl)-*N*-methyl-2-phenyl-*N*-piperidin-3-yl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

N-[1-(2,2-difluoroethyl)piperidin-4-yl]-4-(2,5-difluorophenyl)-2-(hydroxymethyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-***N***-[1-(2-hydroxyethyl)piperidin-4-yl]-2-(hydroxymethyl)-*N*-methyl-2-phenyl-2,5-dihydro-1***H***-pyrrole-1-carboxamide;

(2*S*)-4-(2,5-difluorophenyl)-N-[1-(2-fluoroethyl)piperidin-4-yl]-2-(hydroxymethyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(hydroxymethyl)-*N*-methyl-*N*-{1-[(methylsulfonyl)methyl]piperidin-4-yl}-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;
4-(2,5-difluorophenyl)-*N*-{1-[2-fluoro-1-(fluoromethyl)ethyl]piperidin-4-yl}-2-(hydroxymethyl)-*N*-methyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

(2*S*)-*N*-(1-cyclopropylpiperidin-4-yl)-4-(2,5-difluorophenyl)-2-(hydroxymethyl)-*N*-methyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

benzyl {4-[{[4-(2,5-difluorophenyl)-2-(hydroxymethyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-1-yl]carbonyl}(methyl)amino]piperidin-1-yl}acetate;

{4-[{[4-(2,5-difluorophenyl)-2-(hydroxymethyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-1-yl]carbonyl}(methyl)amino]piperidin-1-yl}acetic acid;

methyl {4-[{[4-(2,5-difluorophenyl)-2-(hydroxymethyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-1-yl]carbonyl}(methyl)amino]piperidin-1-yl}acetate;

4-(2,5-difluorophenyl)-2-(methoxymethyl)-*N*-methyl-*N*-(1-methylpiperidin-4-yl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(3-hydroxypropyl)-*N*,*N*-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

2-{3-[(2,2-difluoroethyl)amino]propyl}-4-(2,5-difluorophenyl)-*N*,*N*-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

2-{3-[(2,2-difluoroethyl)(methyl)amino]propyl}-4-(2,5-difluorophenyl)-*N*,*N*-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

2-(3-aminopropyl)-4-(5-chloro-2-fluorophenyl)-*N*,*N*-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

2-[3-(acetylamino)propyl]-4-(5-chloro-2-fluorophenyl)-*N*,*N*-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;
4-(5-chloro-2-fluorophenyl)-*N*,*N*-dimethyl-2-{3-[(methylsulfonyl)amino]propyl}-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

methyl 3-{4-(5-chloro-2-fluorophenyl)-1-[(dimethylamino)carbonyl]-2-phenyl-2,5-dihydro-1*H*-pyrrol-2-yl}propylcarbamate;

2-{3-[(aminocarbonyl)amino]propyl}-4-(5-chloro-2-fluorophenyl)-*N*,*N*-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

3-{4-(2,5-difluorophenyl)-1-[(dimethylamino)carbonyl]-2-phenyl-2,5-dihydro-1*H*-pyrrol-2-yl}propanoic acid;

2-(3-anilino-3-oxopropyl)-4-(2,5-difluorophenyl)-*N*,*N*-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(3-hydrazino-3-oxopropyl)-*N*,*N*-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-[3-(hydroxyamino)-3-oxopropyl]-*N*,*N*-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

2-(2,2-difluoro-3-hydroxypropyl)-4-(2,5-difluorophenyl)-*N*,*N*-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

2-(3-amino-2,2-difluoropropyl)-4-(2,5-difluorophenyl)-*N*,*N*-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-[3-(dimethylamino)propyl]-*N*-methyl-2-phenyl-*N*-tetrahydro-2*H*-pyran-4-yl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

1-{4-(2,5-difluorophenyl)-2-[3-(dimethylamino)propyl]-2-phenyl-2,5-dihydro-1*H*-pyrrol-1-yl}-2-methyl-1-oxopropan-2-ol;

3-[(2*S*)-1-[(2*S*)-2-amino-2-cyclopropylethanoyl]-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-2-yl]-*N*,*N*-dimethylpropan-1-amine; and
(2*S*)-2-(3-amino-4,4-difluorobutyl)-4-(2,5-difluorophenyl)-*N*,*N*-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

or a pharmaceutically acceptable salt or stereoisomer thereof.

9. (Original) The compound according to Claim 8 which is selected from:

4-(2,5-Difluorophenyl)-2-(hydroxymethyl)-N-methyl-N-(1-methylpiperidin-4-yl)-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

2-[(2-Aminoethoxy)methyl]-4-(2,5-difluorophenyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

2-(3-Aminopropyl)-4-(2,5-difluorophenyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-Difluorophenyl)-2-[3-(dimethylamino)propyl]-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

or a pharmaceutically acceptable salt or stereoisomer thereof.

10. (Canceled)

11. (Original) The compound according to Claim 1 selected from:

2-[(2-Aminoethoxy)methyl]-4-(2,5-difluorophenyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide hydrochloride salt;

4-(2,5-Difluorophenyl)-2-({[2-(dimethylamino)ethyl]amino}methyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide bis TFA salt;

2-(3-Aminopropyl)-4-(2,5-difluorophenyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide hydrochloride salt;

4-(2,5-Difluorophenyl)-2-[3-(dimethylamino)propyl]-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide TFA salt;
4-(2,5-difluorophenyl)-*N*-[1-(glycyl)piperidin-4-yl]-2-(hydroxymethyl)-*N*-methyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide TFA salt;

3-[(2*S*)-1-[(2*S*)-2-amino-2-cyclopropylethanoyl]-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-2-yl]-*N*,*N*-dimethylpropan-1-amine bis-TFA salt;

3-[(2*R*)-1-[(2*S*)-2-amino-2-cyclopropylethanoyl]-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-2-yl]-*N*,*N*-dimethylpropan-1-amine bis-TFA salt;

4-(2,5-difluorophenyl)-2-[3-(dimethylamino)propyl]-*N*-methyl-*N*-(1-methylpiperidin-4-yl)-2-phenyl- 2,5-dihydro-1*H*-pyrrole-1-carboxamide bis-TFA salt;

4-(2,5-difluorophenyl)-2-[3-(ethylamino)propyl]-*N*,*N*-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide TFA salt;

4-(2,5-difluorophenyl)-*N*,*N*-dimethyl-2-phenyl-2-{3-[(pyridin-4-ylmethyl)amino]propyl}-2,5-dihydro-1*H*-pyrrole-1-carboxamide bis-TFA salt; and

4-(2,5-difluorophenyl)-*N*,*N*-dimethyl-2-(3-{[(4-methyl-1*H*-imidazol-2-yl)methyl]amino}propyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide bis-TFA salt.

12. (Original) A pharmaceutical composition that is comprised of a compound in accordance with Claim 1 and a pharmaceutically acceptable carrier.

13. (Withdrawn by Examiner) A method of treating or preventing cancer in a mammal in need of such treatment that is comprised of administering to said mammal a therapeutically effective amount of a compound of Claim 1.

14. (Withdrawn by Examiner) A method of treating cancer or preventing cancer in accordance with Claim 13 wherein the cancer is selected from cancers of the brain, genitourinary tract, lymphatic system, stomach, larynx and lung.

15. (Withdrawn by Examiner) A method of treating or preventing cancer in accordance with Claim 13 wherein the cancer is selected from histiocytic lymphoma, lung adenocarcinoma, small cell lung cancers, pancreatic cancer, gioblastomas and breast carcinoma.

16. (Canceled)

17. (Canceled)

18. (Canceled)

19. (Canceled)

20. (Canceled)

21. (Canceled)

22. (Canceled)

23. (Canceled)

24. (Canceled)

25. (Withdrawn by Examiner) A method of treating cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with radiation therapy.

26. (Withdrawn by Examiner) A method of treating or preventing cancer that comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a compound selected from:

1) an estrogen receptor modulator,
2) an androgen receptor modulator,
3) a retinoid receptor modulator,
4) a cytotoxic/cytostatic agent,
5) an antiproliferative agent,
6) a prenyl-protein transferase inhibitor,
7) an HMG-CoA reductase inhibitor,
8) an HIV protease inhibitor,
9) a reverse transcriptase inhibitor,
10) an angiogenesis inhibitor,

11) PPAR-γ agonists,
12) PPAR-δ agonists,
13) an inhibitor of inherent multidrug resistance,
14) an anti-emetic agent,
15) an agent useful in the treatment of anemia,
16) an agent useful in the treatment of neutropenia,
17) an immunologic-enhancing drug,
18) an inhibitor of cell proliferation and survival signaling, and
19) an agent that interfers with a cell cycle checkpoint.

27. (Canceled)

28. (Canceled)

29. (Canceled)

30. (Canceled)

31. (Canceled)

32. (Canceled)

33. (Canceled)

34. (Canceled)

35. (Canceled)

36. (Canceled)

37. (Canceled)

38. (Withdrawn by Examiner) A method of inhibiting the mitotic kinesin KSP which comprises administering a therapeutically effective amount of a compound of Claim 1.